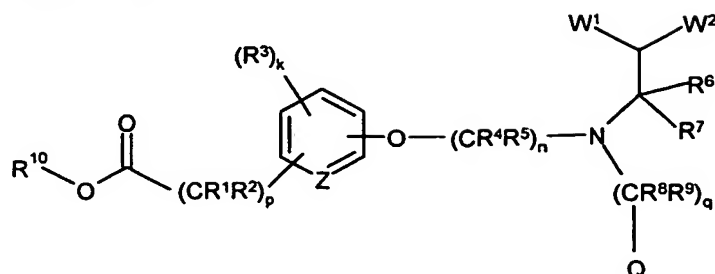


What is claimed is:

1. A compound of Formula I:



5

wherein:

Z is CH, CR³ or N; wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

10 n is 2-8;

q is 0 or 1;

Q is selected from C₃-C₈ cycloalkyl, phenyl, and monocyclic Het; wherein said C₃-C₈ cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,

- 15 C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹¹, -C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴, -C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴, -C₀-C₆ alkyl-OCOR¹⁴, -C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴, 20 -C₀-C₆ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and -C₀-C₆ alkyl-NR¹²COR¹⁴, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl;

each R¹ and R² is independently selected from H, C₁-C₆ alkyl, -OH,

- 25 -O-C₁-C₆ alkyl, -SH, and -S-C₁-C₆ alkyl;

each R³ is the same or different and is independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹¹, -C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴, 30 -C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴,

-C₀-C₆ alkyl-OCOR¹⁴, -C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴,
 -C₀-C₆ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and
 -C₀-C₆ alkyl-NR¹²COR¹⁴, wherein said C₁-C₆ alkyl is optionally unsubstituted or
 substituted by one or more halo substituents;

- 5 each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;
 R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;
 R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;
 R¹⁰ is selected from H, C₁-C₈ alkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl,
 -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 10 R¹¹ is selected from H, C₁-C₈ alkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl,
 -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 each R¹² and each R¹³ are independently selected from H, C₁-C₈ alkyl,
 C₃-C₈ alkenyl, C₃-C₈ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and
 -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they
 15 are attached form a 4-7 membered heterocyclic ring which optionally contains one
 or more additional heteroatoms selected from N, O, and S; and
 R¹⁴ is selected from C₁-C₈ alkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, -C₀-C₆ alkyl-Ar,
 -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 provided that R¹⁰ is not H or methyl when p is 1 and R¹ and R² are each H, k
 20 is 0, n is 3 and each R⁴ and R⁵ are H, q is 1 and R⁸ and R⁹ are each H, Q is
 unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R⁶
 and R⁷ are each H, W¹ is unsubstituted phenyl and W² is unsubstituted phenyl or
 unsubstituted cyclohexyl;
 or a pharmaceutically acceptable salt or solvate thereof.

25

2. The compound according to claim 1, wherein p is 0 or 1.

3. The compound according to any of claims 1-2, wherein R¹ and R²
 are each H, or one of R¹ or R² is H and the other of R¹ or R² is C₁-C₄ alkyl or both
 30 R¹ and R² are C₁-C₃ alkyl.

4. The compound according to any of claims 1-2, wherein R¹ and R²
 are each H, or one of R¹ or R² is H and the other of R¹ or R² is methyl, ethyl, propyl,
 butyl, or sec-butyl, or R¹ and R² are both methyl or ethyl.

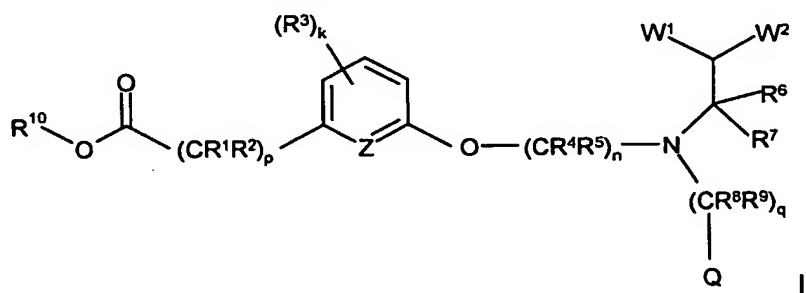
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5. The compound according to any of claims 1-4, wherein R¹⁰ is H or C₁-C₄ alkyl.
6. The compound according to any of claims 1-5, wherein Z is CH.
7. The compound according to any of claims 1-6, wherein k is 0 or 1.
8. The compound according to any of claims 1-7, wherein R³ is selected from halo, C₁-C₄ alkyl and C₁-C₄ alkoxy.
9. The compound according to any of claims 1-8, wherein n is 2-4.
10. The compound according to any of claims 1-9, wherein n is 3.
11. The compound according to any of claims 1-10, wherein q is 1.
12. The compound according to any of claims 1-11, wherein R⁶, R⁷, R⁸ and R⁹ are each H.
13. The compound according to any of claims 1-12, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C₁-C₄ alkoxy and C₁-C₄ alkyl or Q is substituted pyridyl group containing one C₁-C₄ alkyl substituent.
14. The compound according to any of claims 1-13, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂, or Q is 6-methyl-pyridin-2-yl.
15. The compound according to any of claims 1-14, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.
16. The compound according to any of claims 1-15, wherein W¹ and W² are each aryl or one of W¹ or W² is aryl and the other of W¹ or W² is cyclopentyl.

17 The compound according to any of claims 1-16, wherein W^1 and W^2 are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

18. The compound according to any of claims 1-17, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

19. A compound of Formula II:



wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{11} , $-C_0$ - C_4 alkyl- $C(O)SR^{11}$, $-C_0$ - C_4 alkyl- $CONR^{12}R^{13}$, $-C_0$ - C_4 alkyl- COR^{14} , $-C_0$ - C_4 alkyl- $NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SR^{11} , $-C_0$ - C_4 alkyl- OR^{11} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SO_2R^{11} , $-C_0$ - C_4 alkyl- SOR^{14} , $-C_0$ - C_4 alkyl- $OCOR^{14}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)NR^{12}R^{13}$, and $-C_0$ - C_4 alkyl- $NR^{12}COR^{14}$, where said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3 - C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1 - C_4 alkyl, -OH, -O- C_1 - C_4 alkyl, -SH, and -S- C_1 - C_4 alkyl;

- each R³ is the same or different and is independently selected from halo, cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹²R¹³, -C₀-C₄ alkyl-OR¹¹, -C₀-C₄ alkyl-SO₂NR¹²R¹³, and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;
- 5 each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;
 R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;
 R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;
 R¹⁰ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₆ cycloalkyl;
- 10 R¹¹ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;
 each R¹² and each R¹³ are independently selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹² and R¹³ together with the nitrogen to which they are attached form a 4-7 membered
- 15 heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and
 R¹⁴ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;
- provided that R¹⁰ is not H or methyl when p is 1 and R¹ and R² are each H, k
- 20 is 0, n is 3 and each R⁴ and R⁵ are H, q is 1 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R⁶ and R⁷ are each H, W¹ is unsubstituted phenyl and W² is unsubstituted phenyl or unsubstituted cyclohexyl;
- or a pharmaceutically acceptable salt or solvate thereof.

25

20. The compound according to claim 1 or 19, wherein R⁴, R⁵, R⁶, R⁷, R⁸ and R⁹ are each H; at least one of R¹ or R² is methyl, ethyl, propyl butyl or sec-butyl or both of R¹ and R² are methyl or ethyl; R¹⁰ is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W¹ and W² are both unsubstituted phenyl, or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is cyclopentyl, or W¹ and W² are both fluoro-substituted phenyl or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R³ is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

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21. The compound according to claim 1 or 19, wherein R⁶, R⁷, R⁸ and R⁹ are each H; R¹ and R² are each independently H or methyl; at least one R⁴ or R⁵ is methyl; R¹⁰ is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂; W¹ and W² are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt or solvate thereof.

22. The compound according to claims 1 or 19, selected from:

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid methyl ester;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid methyl ester;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(S)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[6-methyl-pyridin-2-ylmethyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(R)-2-(3-{3-[[2-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

- (*R*)-2-(3-{3-[[3-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- 5 (*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- 10 (*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- 15 (*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[2-chlorobenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- 20 (*R*)-2-(3-{3-[[2-fluoro-(3-trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[3-trifluoromethyl-4-fluoro-benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- 25 (*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- 30 (*R*)-2-(3-{3-[[2-chloro-3,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- (*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
- 35 (3-{(*R*)-((2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino)-methyl-propoxy}-phenyl)-acetic acid;

- 3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid;
- (3-{3-[[2,2-(bis-(4-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;
- 5 (3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;
- rac*-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)- acetic acid;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-butyric acid;
- 10 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-pentanoic acid;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-hexanoic acid;
- 15 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-4-methyl-pentanoic acid;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid methyl ester;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid;
- 20 2-(3-{(R)-3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-butoxy}-phenyl)-2-methyl-propionic acid;
- 3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid methyl ester;
- 25 3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;
- 2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-benzoic acid;
- (2-bromo-5-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;
- 30 *N*-(2-phenyl-2-cyclopentylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine;
- N*-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxyphenoxy)propylamine;
- 35 *N*-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-2,2-dimethyl-3-(3-aminopropoxy)phenylpropionic acid;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester;

(3-chloro-4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid;

5 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid;

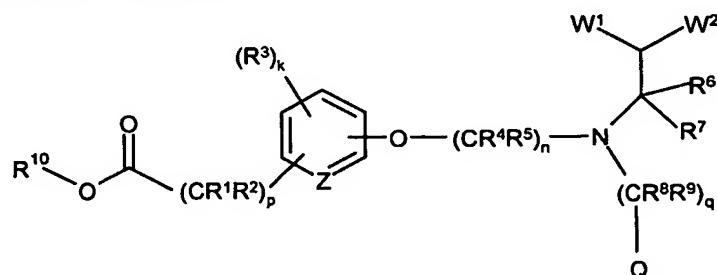
2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid;

10 and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. A pharmaceutical composition comprising a compound according to any one of claims 1-22.

15 24. The pharmaceutical composition according to claim 23 further comprising a pharmaceutically acceptable carrier or diluent.

25. A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of
20 a compound having Formula I-A:



I-A

wherein:

25 Z is CH, CR³ or N; wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3;

p is 0-8;

n is 2-8;

q is 0 or 1;

30 Q is selected from C₃-C₈ cycloalkyl, phenyl, and monocyclic Het; wherein said C₃-C₈ cycloalkyl, phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,

- C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl- CO_2R^{11} ,
 $-C_0-C_6$ alkyl- $C(O)SR^{11}$, $-C_0-C_6$ alkyl- $CONR^{12}R^{13}$, $-C_0-C_6$ alkyl- COR^{14} ,
 $-C_0-C_6$ alkyl- $NR^{12}R^{13}$, $-C_0-C_6$ alkyl- SR^{11} , $-C_0-C_6$ alkyl- OR^{11} , $-C_0-C_6$ alkyl- SO_3H ,
 $-C_0-C_6$ alkyl- $SO_2NR^{12}R^{13}$, $-C_0-C_6$ alkyl- SO_2R^{11} , $-C_0-C_6$ alkyl- SOR^{14} ,
5 $-C_0-C_6$ alkyl- $OCOR^{14}$, $-C_0-C_6$ alkyl- $OC(O)NR^{12}R^{13}$, $-C_0-C_6$ alkyl- $OC(O)OR^{14}$,
 $-C_0-C_6$ alkyl- $NR^{12}C(O)OR^{14}$, $-C_0-C_6$ alkyl- $NR^{12}C(O)NR^{12}R^{13}$, and
 $-C_0-C_6$ alkyl- $NR^{12}COR^{14}$, where said C_1-C_6 alkyl is optionally unsubstituted or
substituted by one or more halo substituents;
- W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl;
- 10 each R^1 and R^2 is independently selected from H, C_1-C_6 alkyl, -OH,
 $-O-C_1-C_6$ alkyl, -SH, and -S- C_1-C_6 alkyl;
- each R^3 is the same or different and is independently selected from halo,
cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar,
 $-C_0-C_6$ alkyl-Het, $-C_0-C_6$ alkyl- C_3-C_7 cycloalkyl, $-C_0-C_6$ alkyl- CO_2R^{11} ,
15 $-C_0-C_6$ alkyl- $C(O)SR^{11}$, $-C_0-C_6$ alkyl- $CONR^{12}R^{13}$, $-C_0-C_6$ alkyl- COR^{14} ,
 $-C_0-C_6$ alkyl- $NR^{12}R^{13}$, $-C_0-C_6$ alkyl- SR^{11} , $-C_0-C_6$ alkyl- OR^{11} , $-C_0-C_6$ alkyl- SO_3H ,
 $-C_0-C_6$ alkyl- $SO_2NR^{12}R^{13}$, $-C_0-C_6$ alkyl- SO_2R^{11} , $-C_0-C_6$ alkyl- SOR^{14} ,
 $-C_0-C_6$ alkyl- $OCOR^{14}$, $-C_0-C_6$ alkyl- $OC(O)NR^{12}R^{13}$, $-C_0-C_6$ alkyl- $OC(O)OR^{14}$,
 $-C_0-C_6$ alkyl- $NR^{12}C(O)OR^{14}$, $-C_0-C_6$ alkyl- $NR^{12}C(O)NR^{12}R^{13}$, and
20 $-C_0-C_6$ alkyl- $NR^{12}COR^{14}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or
substituted by one or more halo substituents;
- each R^4 and R^5 is independently H or C_1-C_4 alkyl;
- R^6 and R^7 are each independently H or C_1-C_4 alkyl;
- R^8 and R^9 are each independently H or C_1-C_4 alkyl;
- 25 R^{10} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl,
 $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl- C_3-C_7 cycloalkyl;
- R^{11} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl,
 $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl- C_3-C_7 cycloalkyl;
- each R^{12} and each R^{13} are independently selected from H, C_1-C_6 alkyl,
30 C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar, $-C_0-C_6$ alkyl-Het and
 $-C_0-C_6$ alkyl- C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they
are attached form a 4-7 membered heterocyclic ring which optionally contains one
or more additional heteroatoms selected from N, O, and S; and
- R^{14} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, $-C_0-C_6$ alkyl-Ar,
35 $-C_0-C_6$ alkyl-Het and $-C_0-C_6$ alkyl- C_3-C_7 cycloalkyl;

provided that R¹⁰ is not H when p is 1 and R¹ and R² are each H, k is 0, n is 3 and each R⁴ and R⁵ are H, q is 1 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R⁶ and R⁷ are each H, W¹ is unsubstituted phenyl and W² is unsubstituted phenyl or unsubstituted

5 cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

26. The method according to claim 25, wherein p is 0 or 1 and q is 1.

10 27. The method according to any of claims 25-26, wherein R⁶, R⁷, R⁸ and R⁹ are each H.

28. The method according to any of claims 25-27, wherein Z is CH.

15 29. The method according to any of claims 25-28, wherein k is 0 or 1.

30. The method according to any of claims 25-29, wherein R³ is selected from halo, C₁-C₄ alkyl and C₁-C₄ alkoxy.

20 31. The method according to any of claims 25-30, wherein n is 3.

32. The method according to any of claims 25-31, wherein R¹⁰ is H or C₁-C₄ alkyl.

25 33. The method according to any of claims 25-32, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from halo, C₁-C₄ alkoxy and C₁-C₄ alkyl or Q is substituted pyridyl group containing one C₁-C₄ alkyl substituent.

30 34. The method according to any of claims 25-33, wherein Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂, or Q is 6-methyl-pyridin-2-yl.

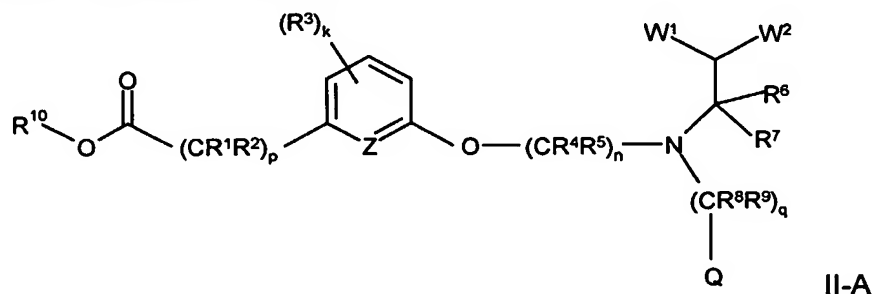
35 35. The method according to any of claims 25-34, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.

36. The method according to any of claims 25-35, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

37 The method according to any of claims 25-36, wherein W^1 and W^2 are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

38. The compound according to any of claims 25-37, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

39. A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



wherein:

Z is CH or N;

Q is phenyl or monocyclic Het; wherein said phenyl and monocyclic Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{11} , $-C_0$ - C_4 alkyl- $C(O)SR^{11}$, $-C_0$ - C_4 alkyl- $CONR^{12}R^{13}$, $-C_0$ - C_4 alkyl- COR^{14} , $-C_0$ - C_4 alkyl- $NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SR^{11} , $-C_0$ - C_4 alkyl- OR^{11} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SO_2R^{11} , $-C_0$ - C_4 alkyl- SOR^{14} , $-C_0$ - C_4 alkyl- $OCOR^{14}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)NR^{12}R^{13}$, and $-C_0$ - C_4 alkyl- $NR^{12}COR^{14}$, where said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W¹ and W² are each independently C₃-C₆ cycloalkyl or aryl;

each R¹ and R² is independently selected from H, C₁-C₄ alkyl, -OH,

5 -O-C₁-C₄ alkyl, -SH, and -S-C₁-C₄ alkyl;

each R³ is the same or different and is independently selected from halo, cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹²R¹³, -C₀-C₄ alkyl-OR¹¹, -C₀-C₄ alkyl-SO₂NR¹²R¹³, and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

10 each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;

R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;

R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;

R¹⁰ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₆ cycloalkyl;

15 R¹¹ is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

each R¹² and each R¹³ are independently selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹² and R¹³ together with the nitrogen to which they are attached form a 4-7 membered

20 heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R¹⁴ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;

25 provided that R¹⁰ is not H when p is 1 and R¹ and R² are each H, k is 0, n is 3 and each R⁴ and R⁵ are H, q is 1 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R⁶ and R⁷ are each H, W¹ is unsubstituted phenyl and W² is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt or solvate thereof.

30

40. The method according to claim 25 or 39, wherein R⁴, R⁵, R⁶, R⁷, R⁸ and R⁹ are each H; at least one of R¹ or R² is methyl, ethyl, propyl butyl or sec-butyl or both of R¹ and R² are methyl or ethyl; R¹⁰ is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W¹ and W² are both unsubstituted phenyl, or one of W¹ or W² is unsubstituted phenyl and the other of W¹ or W² is cyclopentyl, or W¹ and W² are both fluoro-substituted phenyl or one of W¹ or W² is unsubstituted phenyl and

35

the other of W^1 or W^2 is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt or solvate thereof.

5 41. The method according to claim 25 or 39, wherein R^6 , R^7 , R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂; W^1 and W^2 are unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a
10 pharmaceutically acceptable salt or solvate thereof.

42. The method according to claim 25 or 39 comprising administering a compound selected from:

R-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-chloro-3-
15 (trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*S*)-2-(3-{3-[[2-chloro-3-
20 (trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; 3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid; 2-(3-{3-[[2-chloro-3-trifluoromethyl-benzyl]-2,2-diphenylethyl-amino]-propoxy}-phenyl)-propionic acid; (3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl]-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid
hydrochloride salt; *rac*-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl]-(2-chloro-3-
25 (trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid hydrochloride salt; (3-chloro-4-{3-[[2-chloro-3-trifluoromethyl-benzyl]-2,2-diphenylethyl-amino]-propoxy}-phenyl)-acetic acid methyl ester; (*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;
30 (*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid; (3-{(R)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid; and 2-(3-{3-[[2-chloro-3-trifluoromethyl-benzyl]-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid hydrochloride salt; and a stereoisomer, a stereoisomeric mixture or
35 racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

43. The method according to claim 25 or 39, wherein said LXR mediated disease or condition is cardiovascular disease.

44. The method according to claim 25 or 39, wherein said LXR mediated
5 disease or condition is atherosclerosis.

45. The method according to claim 25 or 39, wherein said LXR mediated disease or condition is inflammation.

10 46. A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

15 47. A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to any of claims 1-22.

48. A compound according to any of claims 1-22 for use as a
20 medicament.

49. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of an LXR mediated disease or condition.

25 50. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of cardiovascular disease.

30 51. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of atherosclerosis.

52. Use of a compound according to any of claims 1-22 for the preparation of a medicament for the prevention or treatment of inflammation.

35 53. Use of a compound according to any of claims 1-22 for the preparation of a medicament for increasing reverse cholesterol transport.

54 Use of a compound according to any of claims 1-22 for the preparation of a medicament for inhibiting cholesterol absorption.

5 55. A pharmaceutical composition comprising a compound according to any of claims 1-22 for use in the prevention or treatment of an LXR mediated disease or condition.

10 56. A compound according to any one of claims 1-22 wherein at least one of R⁴, R⁵, R⁶, R⁷, R⁸ or R⁹ is defined as follows:
 wherein at least one R⁴ or R⁵ is C₁-C₄ alkyl; or
 at least one of R⁶ or R⁷ is C₁-C₄ alkyl; or
 both of R⁸ or R⁹ are independently C₁-C₄ alkyl.

15 57. A compound according to any one of claims 1-22 wherein at least one R⁴ or R⁵ is methyl.

20 58. A compound according to any one of claims 1-22 wherein:
 any one of R⁴ or R⁵ is not H or
 any one of R⁶ or R⁷ is not H or
 R⁸ and R⁹ are each C₁-C₄ alkyl when
 Z is CH or CR³ and k is 0-4 or Z is N and k is 0-3;
 p is 0-8;
 n is 2-8;
25 q is 0 or 1;
 Q is selected from optionally unsubstituted or substituted C₃-C₈ cycloalkyl, phenyl and mono-cyclic Het;
 W¹ and W² are each independently optionally unsubstituted or substituted C₃-C₈ cycloalkyl or aryl;
30 each R¹ and R² is independently selected from H, C₁-C₆ alkyl, -OH, -O-C₁-C₆ alkyl, -SH, and -S-C₁-C₆ alkyl;
 each R³ is the same or different and is independently selected from halo, cyano, nitro, -CONR¹²R¹³, -COR¹⁴, -SR¹¹, -SO₂R¹¹, -SOR¹⁴, -OCOR¹⁴ and optionally unsubstituted or substituted C₁-C₆ alkyl, C₃-C₆ alkenyl, 5-6 membered-Het,
35 -C₀-C₆ alkyl-CO₂R¹¹, or -C₀-C₆ alkyl-NR¹²R¹³.